## **MEMORANDUM**

Legal Division

PHA TON 19

Date: April 29, 2020

To: Christine Abbruscato Roger Hoh

Lisa Ashlev Charlie Jenkins Chris Brown David Jochnau Lori Brownell Garry McMahan William Buck Bruce Mann Maxine Buckles Ryan Mariacher Rich Byrnes John Moseley Trae Camble Gilda Ramirez Yvette Camel-Smith Mike Shaffner **Spencer Chambers** Jessica Shaver Jeff Davis Mark Smith Curtis Duncan Paulo Soares Norma Essary Randy Stiefel Ron Farrow Dominic Sun Tim Finley RD Tanner Roland Gonzalez Jessica Thomas

Roger Guenther

Tom Heidt
Leslie Herbst

Charles Thompson
Roger Walter
Marcus Woodring

From: Erik Eriksson

Subject: Minute Numbers/Port Commission Meeting, dated April 28, 2020

Minute No.	<u>Amount</u>	Event/Action
General		

Chairman Campo convened the Port Commission meeting

and provided opening remarks

**Minutes** 

2020-0428-01 Approve the minutes of the January 28, 2020 and February

12, 2020 Port Commission meetings

**Staff Reports** 

2020-0428-02 Roger Guenther, Executive Director, presented a summary

of selected operational matters

Minute No. Appearances	<u>Amount</u>	Event/Action
2020-0428-03(a)		Chairman Campo recognized Stephanie Thomas, Public Citizen, who addressed the Port Commission
2020-0428-03(b)		Chairman Campo recognized Leticia Ablaza, Air Alliance Houston, who addressed the Port Commission
2020-0428-03(c)		Chairman Campo recognized Capt. Robert Thompson, Houston Pilots Association, who addressed the Port Commission
		Executive
2020-0428-04		Approve the following COVID—19 relief measures: (i) extend the interest-free deferred payment period by an additional 30 days for Users under Port of Houston Authority tariffs and (ii) extend free time by 3 days for loaded import containers under Port of Houston Authority Tariff Nos. 14 (Barbours Cut) and 15 (Bayport) (both (i) and (ii) effective as of April 29, 2020 through June 30); (iii) defer the past-due interest-accrual date by 30 days for regular rental payments by tenants under Port Authority leases accruing in May and June; and (iv) hold steady any "Carrier's Commitment Discount Level" that would otherwise decrease for the six-month period beginning July 1, 2020, under Port Authority Marine Terminal Services Agreements
		Commercial
2020-0428-05	\$240,000	Approve staff's ranking of vendors and award two contracts, each for a two-year term with a one-year mutual extension option, in the amount of each not to exceed \$60,000 annually and the total amount for both contracts not to exceed \$120,000 annually (\$240,000 over the two-year term) for professional photography and videography services to the two top-ranked proposers: staff ranking – first, CK Productions; second, Drew Donovan Photography; and third, Twice Media Productions

Port Commission adopted the staff-recommended ranking and authorized award

<u>Minute No.</u>	<u>Amount</u>	Event/Action
2020-0428-06	\$349,998	Approve staff's ranking of vendors - first, STS Brand; second, World of Promotions; and third, AMC Promotional Products, and award each a contract for a two-year term in the annual amount of \$58,333, for promotional items ordering services, with a mutual option to extend one year
2020-0428-07		Authorize a ten-year Foreign-Trade Zone Interlocal Agreement with Waller County
2020-0428-08		Amend the lease with Houston International Seafarers Centers, Inc. for the 5,810 square foot office building located on 1.1766 acres at the Barbours Cut Terminal, to extend the term for an additional three years as of March 1, 2020, at an annual base rent of \$10
2020-0428-09		Approve a one-year lease with TPC Group LLC, for approximately 6 acres out of Block 3 at Sims Bayou effective no earlier than April 1, 2020, at an annual rent of \$241,344
2020-0428-10		Approve a grazing lease with Robert Shane Barnes for a three-year term effective April 1, 2020, for an approximately 80-acre tract of land out of the Clinton Disposal Site at an annual base rent of \$1,600
2020-0428-11		Approval of a fourth amendment to the lease with Sesco Cement Corp. for 19.55 acres out of the Southside Turning Basin to adjust the operations period base rent rate applicable to 15.07 acres from December 24, 2019 to June 30, 2020, modify the base rent rate applicable to such premises beginning July 1, 2020, and provide for an adjustment date to increase base rent annually beginning on September 1, 2021
2020-0428-12		Approve a second amendment to the lease with American Maritime Services of N.J., Inc. d/b/a Integrated Industries Corp. reducing the leased premises by 0.73 acres for a total of 10.49 acres, effective May 1, 2020 at Barbours Cut Terminal for an annual base rent of \$438,188 with an annual increase of the greater of 3% or Consumer Price Index
2020-0428-13		Approve a third amendment to the lease at the Turning Basin Terminal with Cooper/Ports America LLC, for an additional one-year term for approximately 3.20 acres which includes Warehouse 21-A, the apron adjacent to Warehouse 21-A, an

Minute No.	<u>Amount</u>	Event/Action
		additional open area of approximately 57,210 sq. ft., and a rail spur of approximately 500 linear ft., effective no earlier than June 1, 2020, at an annual rent of \$87,221

Deliberate and take possible action to declare as surplus and authorize the sale of approximately 1.455 acres of land in the Thomas Earle Survey, Abstract No. 18, to the City of Deer Park for the construction and relocation of the Jimmy Burke Community Center

## **Finance**

Reject all proposals for trust and custody services for the Port Authority Restated Retirement Plan and the Port of Houston Authority OPEB Plan

Approve the Port Authority's fiscal year 2019 Comprehensive Annual Financial Report

Approve and adopt the "Resolution Finding Necessity for the Issuance of Bonds and Providing for Certification to Commissioners Court" regarding: (i) the issuance of refunding bonds to purchase or refund and defease all or a portion of the following outstanding bonds of the Port Authority: (a) \$9,025,000 par value of the Unlimited Tax Refunding Bonds, Series 2010B (Non-AMT); (b) \$26,960,000 par value of the Unlimited Tax Refunding Bonds, Series 2010C (Non-AMT); (c) \$147,940,000 par value of the Unlimited Tax Refunding Bonds, Series 2010D-1 (Non-AMT); (d) \$85,665,000 par value Unlimited Tax Port Improvement Bonds, Series 2010D-2 (Non-AMT); (e) \$20,220,0000 par value Unlimited Tax Refunding Bonds, Series 2010E (Non-AMT); and (f) \$19,535,000 par value Unlimited Tax Refunding Bonds, Series 2011A (AMT); (ii) affirmatively find and declare that the best interests of the taxpayers of the Port Authority will be served by such a refunding; and that the Commissioners Court of Harris County, Texas, be petitioned to authorize the issuance thereof for and on behalf of the Port Authority; (iii) appoint Bracewell LLP as bond counsel and disclosure counsel. Masterson Advisors LLC as financial advisor, and Jefferies (senior manager), Bank of America, Citigroup, Goldman Sachs, Stern Brothers, and UBS as underwriters, to assist in the bond issuances, and (iv) authorize the finance working group to prepare documentation authorizing the issuance of

2020-0428-14

2020-0428-15

2020-0428-16

2020-0428-17

Minute No.	<u>Amount</u>	<u>Event/Action</u>
		refunding bonds subject to the further approval of the Port Commission and the Commissioners Court of Harris County, Texas
2020-0428-18		Acknowledge receipt and filing of the report regarding the Port of Houston Authority Restated Retirement Plan prepared by AndCo Consulting LLC, an independent investment consultant, as required by Texas Government Code Sec. 802.109
		Infrastructure
2020-0428-19	\$5,847,630	Approve staff's ranking of vendors and award a construction contract for the rehabilitation and repair of Wharf 9 at Turning Basin Terminal to the top-ranked proposer: staff ranking – first, Forde Construction Company, Inc.; second, Russell Marine, LLC; and third, Harper Brothers Construction, LLC
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-20	\$196,550	Amend the professional services contract with Jacobs to perform construction phase services for the rehabilitation and repair of Wharf 9 at Turning Basin Terminal
2020-0428-21	\$130,000	Approve staff's ranking of vendors and award a professional services contract to perform construction material testing services for the rehabilitation and repair of Wharf 9 at Turning Basin Terminal to the top-ranked proposer: staff ranking — first, HVJ Associates, Inc.; second, Aviles Engineering Corporation; and third, Raba Kistner, Inc.
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-22	\$460,800	Approve staff's ranking of vendors and award a service contract for Technical Support Services in support of long-range planning efforts (Terminal Optimization Study) to the top ranked proposer: staff ranking – first, WSP USA, Inc.; second Hatch Associates Consultants; and third, City and Sea Group LLC dba CAS Group LLC
		Port Commission adopted the staff-recommended ranking and authorized award

Minute No.	<u>Amount</u>	<u>Event/Action</u>
2020-0428-23	\$870,041	Approve staff's ranking of vendors and award a construction contract for the demolition of Wharf Crane Nos. 7 and 8 and rubber-tired gantry cranes P and S at Barbours Cut Terminal to the top-ranked proposer: staff ranking – first, D. H. Griffin of Texas, Inc.; and second, Sarens USA, Inc.
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-24	\$627,740	Award a construction contract to Bryant Industrial Services, LLC for annual fender system maintenance at Barbours Cut Terminal and Bayport Container Terminal
2020-0428-25	\$144,417	Approve a change order to McCarthy Building Companies, Inc. to perform additional work associated with the construction of Container Yard 7 at Bayport Container Terminal
2020-0428-26	\$206,770	Approve staff's ranking of vendors and award a professional services contract for the design of a fire suppression system at Barbours Cut Terminal to the top-ranked proposers: staff ranking — first, Johnson & Pace, Inc.; second, Jensen Hughes, Inc.; and third, S. T. Hudson Engineers, Inc.
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-27	\$176,306	Amend the professional services contract with Dannenbaum Engineering Corporation for additional design services associated with the rehabilitation and repair of Wharf 2 at Manchester Terminal
2020-0428-28	\$961,698	Approve staff's ranking of vendors and award a two-year services contract for maintenance of dredged material placement areas to the top-ranked proposer: staff ranking – first, Yellowstone Landscape – Central, Inc.; and second, Angel Lady Services
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-29	\$175,000	Approve staff's ranking of vendors and award a two-year environmental services contract for operating, maintaining, and monitoring the Jacintoport Wastewater Treatment Plant

Minute No.	<u>Amount</u>	Event/Action
		to the top-ranked proposer: staff ranking – first, Precision Utility, LLC; second, U.S. Water Services Corporation dba USW Utility Group; and third, Miggins Interest LLC dba Hydro Tech Utility
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-30	\$250,000	Approve staff's ranking of vendors and award an environmental services agreement for an industrial non-hazardous and hazardous waste disposal vendor to the top-ranked proposer: staff ranking – first, Tradebe Treatment and Recycling, LLC; and second, Republic Industrial and Energy Solutions, LLC
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-31	\$75,000	Approve staff's ranking of vendors and award a one-year environmental services contract for asbestos and mold abatement services for all Port Authority facilities to the top-ranked proposer: staff ranking – first, RNDI Companies, Inc.; second, Inland Environments, Ltd.; and third, American Technologies, Inc.
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-32	\$200,000	Award a two-year environmental services contract to Waste Corporation of Texas, L.P. for scrap tire removal and disposal services for all Port Authority facilities
2020-0428-33	\$100,000	Enter into an Interlocal Agreement with Harris County for a contribution for the design and construction of a sidewalk/walking trail in Galena Park along the east side of Mercury Drive and south of the flood control channel south of Lane Street
2020-0428-34	\$13,333	Enter into a project agreement under the Interlocal Agreement among the Port Authority, City of Houston, and Harris County Flood Control District, for a geomorphic study to be conducted by the U.S. Army Corps of Engineers and fund the Port Authority's cost-share portion

<i>Minute No.</i> 2020-0428-35	<u>Amount</u>	Event/Action  Authorize a no-fee License Agreement(s) as licensee with Gulf Access Terminal LLC and TDWP Terminals 4 LLC granting access over 0.599 surface acres within their properties located adjacent to the Port Authority's Beltway 8 property for a term(s) up to four years and two months, commencing no earlier than June 1, 2020
2020-0428-36		Authorize a no-fee License Agreement as a licensee with Harris County, Texas, granting access over 0.451 surface acres within the Harris County Beltway 8 Bridge right-of-way for a term up to four years and six months, commencing no earlier than June 1, 2020
2020-0428-37	\$5,000	Authorize a Right of Entry/Access Agreement with Union Pacific Railroad Company and payment of a license fee for a term up to four years and two months, commencing no earlier than June 1, 2020
2020-0428-38		Authorize a no-fee Right of Entry/Access Agreement with the Port Terminal Railroad Association (PTRA) and a no-fee Private Rail Crossing Agreement with PTRA, Gulf Access Terminal LLC, and TDWP Terminals 4 LLC (TDWP) for a term up to four years and two months, commencing no earlier than June 1, 2020
2020-0428-39	\$500,000	Approve staff's ranking of respondents and award the following two professional services contracts for Professional Engineering and Auditing Services on an asneeded basis to support the Houston Ship Channel Expansion Channel Improvement Project: a contract in an amount not to exceed \$350,000 to the top ranked respondent, and a contract in the amount of \$150,000 to the second ranked respondent: staff ranking — first, Atkins North America, Inc.; second, Freese and Nichols, Inc., and third, Anchor QEA — T. Baker Smith Joint Venture
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-40	\$400,000	Enter into a contributed funds agreement with the U.S. Army Corps of Engineers, to support design review of the Houston Ship Channel Expansion Channel Improvement Project
2020-0428-41	\$1,500,000	Authorize the Port Authority and enter into an Interlocal Agreement with Harris County to purchase wetland

Minute No.	<u>Amount</u>	<u>Event/Action</u> mitigation credits in order to clear and develop Beltway 8 property
2020-0428-42		Approve the renewal of expiring Port Authority licenses for new ten-year terms: Air Liquide Large Industries U.S. LP, CenterPoint Energy Houston Electric, LLC, CenterPoint Energy Intrastate Pipelines, Inc., Enterprise Products Operating LLC, ExxonMobil Pipeline Company, Kinder Morgan Tejas Pipeline LLC, Kinder Morgan Texas Pipeline LLC, La Porte Pipeline Company, LP, Lone Star NGL Mont Belvieu LP, Pasadena Refining System, Inc., PCI Nitrogen, LLC, Praxair, Inc., and Valero Refining-Texas, LP
2020-0428-43		Issue a distribution/transmission line license to Southwestern Bell Telephone Company for one fiber-optic line over and across High Level Road inside the Northside Turning Basin
2020-0428-44		Issue a pipeline license to Praxair, Inc. for a 10-inch nitrogen pipeline under and across Port Terminal Railroad Association Southside Mainline railroad right-of-way
2020-0428-45		Issue a pipeline license to Buckeye Development & Logistics, LLC for a 6-inch refined petroleum products pipeline under and across Port Terminal Railroad Association Southside Mainline railroad right- of-way
2020-0428-46		Issue a pipeline license to Mobil Pipe Line Company for a 36-inch crude oil pipeline under and across Scott Bay, the Houston Ship Channel, and Upper San Jacinto Bay and under Alexander Island
2020-0428-47		Issue a pipeline license to Pasadena Performance Products, LLC for a 10-inch ethylene pipeline under and across Port Terminal Railroad Association Southside Mainline railroad right-of-way
2020-0428-48		Issue a pipeline license to CenterPoint Energy Resources Corp for a 4-inch natural gas pipeline under and across Little Vince Bayou within the Pasadena Boulevard right-of-way
2020-0428-49		Issue a marine construction permit to Harris County to replace the north Lynchburg ferry berthing area bulkhead and the north and south ferry landing bulkheads and raise the approaches to each landing

Minute No.	<u>Amount</u>	Event/Action
2020-0428-50		Issue a marine construction permit to Cardno USA for transplanting intertidal marsh on 2.81 acres of submerged land in Old River, Buffalo Bayou, and the San Jacinto River
2020-0428-51		Issue a marine construction permit to and approve a port adjacency barge fleeting lease agreement with AccuTRANS Fleeting Services LLC for approximately 6.6 acres of submerged lands in Old River at an initial monthly rental amount of \$9,900 for a ten-year term
2020-0428-52		Issue a marine construction permit to the U.S. Coast Guard for maintenance dredging of approximately 1,439 cubic yards within the Houston Ship Channel
2020-0428-53		Transfer five pipeline licenses and one distribution and/or transmission line license from Foothills Texas, Inc. to Trek Resources, Inc. for crossings in Tabbs Bay
2020-0428-54		Amend a marine construction permit issued to Buffalo Marine Service, Inc. and approve a private adjacency barge fleeting lease agreement for approximately 4.09 acres of submerged lands in Old River at a monthly rental amount of \$1,227 for a ten-year term
2020-0428-55		Amend a pipeline license to KM Liquids Terminals LLC to add one 8-inch pipeline carrying butane and other substances on an existing pipe rack across Panther Creek
2020-0428-56		Amend a pipeline license to ExxonMobil Pipeline Company to add an additional 2,401 linear feet to the 20-inch refined products pipeline under and across Scott Bay, the Houston Ship Channel, and the Upper San Jacinto Bay
2020-0428-57		Consolidate, restate, and issue a six-inch propylene pipeline license to Flint Hills Resources Houston Chemical, LLC to combine seven previously-authorized pipeline crossings into a single license, crossing Cedar Bayou, the Houston Ship Channel/Crystal Bay, Santa Anna Bayou, a 60-foot right-of way, and an unused 150-foot right-of-way
2020-0428-58		Consolidate, restate, and issue an eight-inch ethylene pipeline license to FHR Mont Belvieu, LLC to combine eight previously-authorized pipeline crossings into a single license, crossing Cedar Bayou, the Houston Ship

Minute No.	<u>Amount</u>	Event/Action Channel/Crystal Bay, Santa Anna Bayou, a 60-foot right-of way, an unused 150-foot right- of-way, and the Southside Mainline railroad right-of-way
2020-0428-59		Approve a private adjacency barge fleeting lease agreement with SJI Group LLC for approximately 19.77 acres of submerged lands on the southwest side of Alexander Island barge channel at a monthly rental amount of \$5,087 for a ten-year term
		Operations
2020-0428-60	\$575,000	Approve staff's ranking of vendors and award a professional services contract for purchase and installation of truck scales for Barbours Cut Terminal to the top-ranked proposer: staff ranking – first, Mettler Toledo, LLC; and second, Aabbott-Michelli Technologies, Inc.
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-61	\$400,000	Award the following for the purchase of auto parts for Barbours Cut Terminal, Bayport Container Terminal, and Turning Basin Terminal: (a) a two-year contract in an amount not to exceed \$250,000 to Allen & Kerber Auto Supply; and (b) a two-year contract in an amount not to exceed \$150,000 to IEH Auto Parts LLC dba Auto Plus Auto Parts
2020-0428-62	\$650,000	Award a two-year contract to Apache Oil Company for the purchase of grease and miscellaneous engine, transmission, and hydraulic oils for Barbours Cut Terminal, Bayport Container Terminal, and Turning Basin Terminal
2020-0428-63	\$3,250,000	Award a two-year contract to Konecranes, Inc., the sole source provider, for the purchase of captive replacement parts and repair services for motor control drives for Kone cranes at Barbours Cut Terminal and Bayport Container Terminal
2020-0428-64	\$200,000	Award a three-year contract to Sudden Service, Inc., the sole source provider, for the purchase of captive replacement parts for Taylor equipment at Barbours Cut Terminal and Bayport Container Terminal

Minute No.	<u>Amount</u>	Event/Action
2020-0428-65	\$2,100,767	Issue a purchase order to Caldwell Country Chevrolet for the purchase of seventy vehicles needed by Barbours Cut Terminal, Bayport Container Terminal, and the Central Maintenance, Fire, Project and Construction Management, Safety, Emergency Management, and Port Police departments, using Local Government Purchasing Cooperative's BuyBoard, a cooperative purchase program
2020-0428-66	\$403,690	Issue a purchase order to Briggs Equipment for the purchase of one electric yard tractor and charging station for Bayport Container Terminal, using Local Government Purchasing Cooperative's BuyBoard, a cooperative purchase program, fully funded by the Texas Commission on Environmental Quality
2020-0428-67	\$800,000	Approve staff's ranking of vendors and award a two-year contract for mowing services and landscape maintenance for the Turning Basin Terminal to the top-ranked proposer: staff ranking — first, Yellowstone Landscape - Central Inc.; second, Unity Contractor Services, Inc.; and third, AlphaMar Group
		Port Commission adopted the staff-recommended ranking and authorized award
2020-0428-68	\$65,000	Award an annual service contract to Gulf Coast Authority for industrial wastewater treatment for Bayport Container Terminal
2020-0428-69		Consent to the grant of a lien to Truist Bank as tenant's lender on the leasehold interest created under Houston Terminal, LLC's lease of the Empty Container Depot at Bayport Container Terminal pursuant to the terms of a Subordination and Non-Disturbance Agreement and approve the Subordination Agreement between Truist Bank and the Port Authority
2020-0428-70		Amend the lease with Lansing Trade Group, LLC, of Houston Grain Elevator No. 2, extending the term one year, and providing a rent abatement for the cost of capital improvements of the leased premises with an annual rental of \$1,200,000 prior to abatement effective no earlier than June 1, 2020

Minute No.	<u>Amount</u>	Event/Action
		People
		Recess Public Meeting and Convene Hearing required by Texas Water Code Section 60.011
		Adjourn Hearing and Reconvene Public Meeting
2020-0428-71	\$319,371	Enter into a three-year agreement with SumTotal Systems, LLC, to renew the software licenses for an integrated, automated Learning Management System and Talent Suite including an Applicant Tracking system, Performance Management system, and Succession Module, and authorize two optional additional one-year renewals
2020-0428-72		Hearing and possible action to amend and restate the 401(a) Defined Contribution Plan for Port Authority employees hired on or after August 1, 2012
		Port Security and Emergency Operations
2020-0428-73	\$100,000	Approve a second amendment to the existing purchase order with Oil Mop LLC dba OMI Environmental Solutions for hazardous materials incident response services
2020-0428-74	\$100,000	Amend the existing purchase order with Garner Environmental Services for emergency standby products and services
2020-0428-75	\$200,000	Ratify certain emergency purchases for COVID-19 response as set forth on Exhibit A, and authorize purchase orders for continuing pandemic response services, equipment, and supplies with Interstate Restoration for \$100,000 and Safeware, Inc. for \$100,000
		Technology
2020-0428-76	\$200,000	Issue a purchase order to CDW Government LLC for purchase of additional data storage, using Texas Department of Information Resources' cooperative purchase program
2020-0428-77	\$1,300,000	Issue a purchase order to Red River Technology LLC for purchase of Information Technology equipment, software, support, and subscriptions needed for the Barbours Cut Terminal gate project, using Texas Department of

Minute No.	<u>Amount</u>	Event/Action
		Information Resources' cooperative purchase program
2020-0428-78	\$75,000	Issue a purchase order to Netsync Network Solutions for purchase of Veeam licensing and software renewal, using Texas Department of Information Resources' cooperative purchase program
2020-0428-79	\$1,141,634	Issue a purchase order to Mythics, Inc. for the purchase of three-year licensing for the Port Authority's JDEdwards Enterprise Resource Planning cloud environment, using Texas Department of Information Resources' cooperative purchase program
2020-0428-80	\$154,953	Issue a purchase order to Mythics, Inc. for payment of the annual software license verification fee increase for JDEdwards Enterprise Resource Planning software, using Texas Department of Information Resources' cooperative purchase program
2020-0428-81	\$145,200	Issue a purchase order to Microsoft Corporation for purchase of Microsoft Premier Unified Support Services, using Texas Department of Information Resources' cooperative purchase program
		Adjourn Meeting

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